

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT



APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER FEE TRIBAL 8-5D-54							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WILDCAT							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BERRY PETROLEUM COMPANY						7. OPERATOR PHONE 303 999-4044							
8. ADDRESS OF OPERATOR 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066						9. OPERATOR E-MAIL kao@bry.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 1420H625516				11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') SABER KIROLLOS						14. SURFACE OWNER PHONE (if box 12 = 'fee') 281-392-2665							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 22927 RACHELS MANOR DRIVE, ,						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') UTE				18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input checked="" type="checkbox"/> (Submit Commingling Application) NO <input type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		1978 FNL 211 FEL		SENE		5		5.0 S		4.0 W		U	
Top of Uppermost Producing Zone		2178 FNL 656 FEL		SENE		5		5.0 S		4.0 W		U	
At Total Depth		2178 FNL 656 FEL		SENE		5		5.0 S		4.0 W		U	
21. COUNTY DUCHESENE				22. DISTANCE TO NEAREST LEASE LINE (Feet) 211				23. NUMBER OF ACRES IN DRILLING UNIT 640					
				25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completion) 1400				26. PROPOSED DEPTH MD: 7451 TVD: 7422					
27. ELEVATION - GROUND LEVEL 6471				28. BOND NUMBER RLB0005647				29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-12400					
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight			
SURF	12.25	8.625	0 - 350	24.0	J-55 ST&C	9.5	Class G	275	1.15	15.8			
PROD	7.875	7.5	0 - 7451	17.0	L-80 LT&C	9.5	Type V	200	3.82	11.0			
							Class G	490	1.7	13.1			
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Kathy K. Fieldsted				TITLE Sr. Regulatory & Permitting Tech.				PHONE 435 722-1325					
SIGNATURE				DATE 01/07/2013				EMAIL kkf@bry.com					
API NUMBER ASSIGNED 43013519530000						APPROVAL							

Received: August 02, 2013

BERRY PETROLEUM COMPANY
 FEE TRIBAL 8-5D-54
 SE ¼, NE ¼, 1978' FNL 211' FEL, Sec. 5, T5S, R4W, U.S.B. & M.
 BHL: SE ¼, NE ¼, 2178' FNL, 656' FEL
 Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

A,B Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

FORMATION	DRILL DEPTH * @ SHL (TVD)	DRILL DEPTH* @ BHL (TVD)	Measured Depth
Uinta Fm	Surface	Surface	
Green River	1,677'	1,665'	1,681'
Green River Upper Marker	2,280'	2,269'	2,287'
Mahogany	2,968'	2,953'	2,978'
Tgr3	4,065'	4,053'	4,080'
*Douglas Creek	4,858'	4,846'	4,875'
Black Shale	5,559'	5,544'	5,575'
*Castle Peak	5,800'	5,786'	5,816'
*Uteland Butte	6,214'	6,200'	6,230'
Wasatch	6,435'	6,422'	6,451'
*CR-6 (base U Wasatch)	7,385'	7,372'	7,401'
TD	7,435'	7,422'	7,451'
Base of Moderate Saline Water	1,437'	1,507'	

*PROSPECTIVE PAY

Berry is locating the well at the proposed surface location and directionally drilling to the proposed bottom hole location. By drilling directionally, Berry Petroleum Company will improve field development efficiency by potentially combining multiple surface hole locations together. This will significantly reduce total surface disturbance plus combine the use of access roads and existing pipelines. Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the Ute Tribal section.

Berry Petroleum Company
FEE TRIBAL 8-5D-54

Drilling Program
Duchesne County, UT

C Pressure Control Equipment : (Schematic Attached)

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 3M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted.

Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to a representative upon request.

Mud volumes will be monitored visually.
Upper and Lower Kelly cocks will be utilized.
A gas buster will be utilized, if necessary.

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 350'	No Pressure Control
350' – 7451'	11" 3000# Ram Type BOP 11" 3000# Annular BOP

D,E Proposed Casing and Cementing Program

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	350'	12.25"	8.625"	J-55	ST&C	24#
Production	7451'	7.875"	5.50"	L-90	LT&C	17#

<u>Surface</u>	<u>Type & Amount</u>
0' – 350'	Approximately 275 SX Premium Plus (Class G) + additives or a similar slurry with a minimum weight of 15.8 #/gal and approximate yield of 1.15 cuft/sx, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

<u>Production</u>	<u>Type & Amount</u>
0' – 3500'	Lead: +/- 200 SX Premium Type V + additives or similar slurry with a minimum weight of 11.0 #/gal and approximate yield of 3.82 cuft/sx
3500' – 7451'	Tail: +/- 490 SX Premium Lite Tail + additives or similar slurry with a minimum weight of 13.1 #/gal and approximate yield of 1.70cuft/sk.

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 15% excess.

Received: January 07, 2013

Berry Petroleum Company
FEE TRIBAL 8-5D-54

Drilling Program
Duchesne County, UT

F Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0' – 1000'	8.4 – 9.5	27	NC	DAP Mud
1000'-7451'	8.4 – 9.5	27	NC	DAP Water

G Evaluation Program

Logging Program: HRI-GR-SP with SDL-DSN-PE: surface casing to TD.
Preserve samples from all show intervals.

Sampling: 10' dry cut samples: Douglas Creek to TD. Preserve samples
From all show intervals.

Surveys: As deemed necessary

Mud Logger: As deemed necessary

Drill Stem Tests: As deemed necessary

Cores: As deemed necessary

H Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures or pressures or other hazards are anticipated.

Shallow gas and/or water flows are possible below surface casing.

Maximum anticipated bottom hole pressure equals approximately 3666 psi* and maximum anticipated surface pressure equals approximately 2033**psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22xTD)

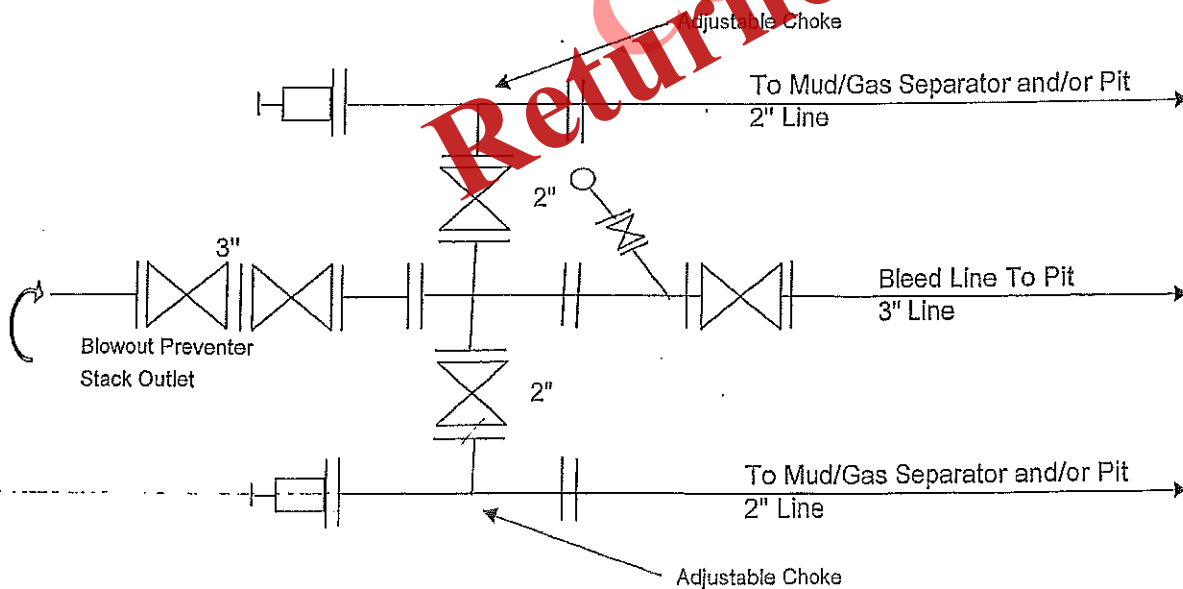
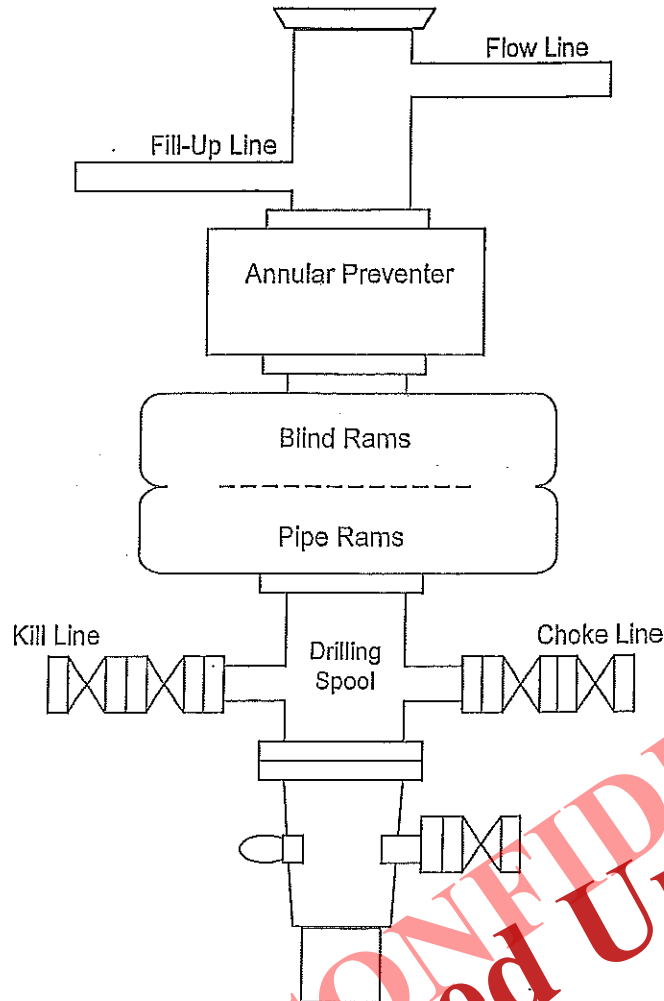
I Anticipated Starting Dates and Notification of Operations

Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 10 days.
Completion Days:	Approximately 7 days.

Received: January 07, 2013

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK



BERRY PETROLEUM COMPANY

A vertical bar scale with alternating black and white segments. The scale is marked with '1000'' at the top, '500'' in the middle, '0'' at the bottom, and '1000'' at the very bottom. The text 'BAR SCALE' is written vertically to the left of the bar.

Note:

1. Bearings are based on global positioning satellite observations.
2. Footages are measured at right angles to the section lines.

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF A CUBAN SURVEY MADE BY ME UNDER A SPECIAL PERMISSION THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. 189377

REGISTERED LAND SURVEYOR
REGISTRATION NO. 16633705-10-1
STATE OF CALIFORNIA

TRI STATE LAND SURVEYING & CONSULTING

180 NORTH VERNAL AVE. - VERNAL, UTAH 84078

(4.35) 781-2501

DATE SURVEYED:

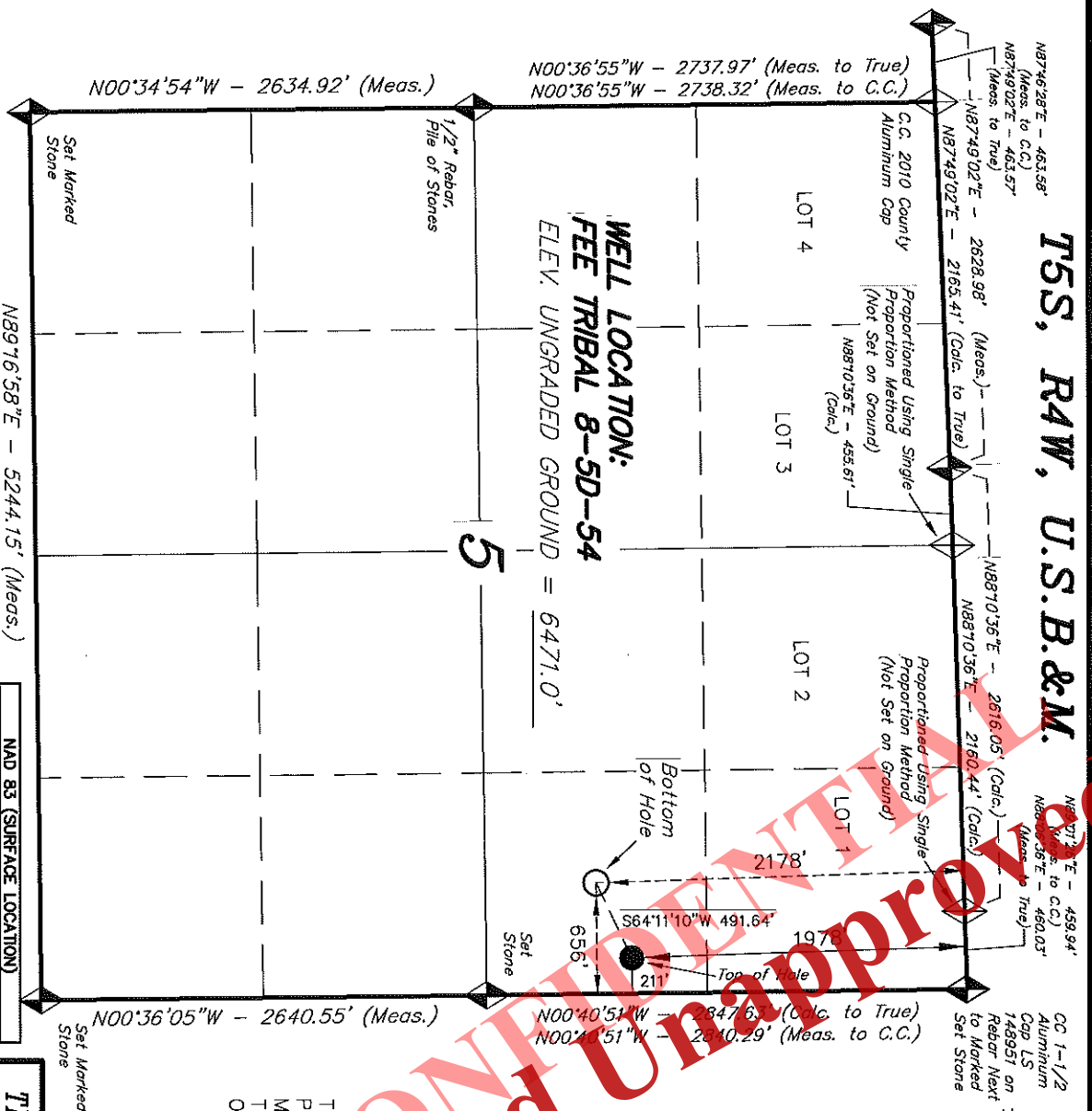
SURVEYED BY: K.G.S.

DATE DRAWN:

DRAWN BY: L.C.S.

REVISÉ:

SCALE: 1" = 1000'



BASIS OF ELEV; Elevations are base on an
N.G.S. OPUS Correction. LOCATION:
LAT. 39°58'55.06" LONG. 110°22'05.00"
(Tristate Aluminum Cap) Elev. 7307.99'

MAD 83 (SURFACE LOCATION)	
LATITUDE =	40°04'.39.91" (39.077753)
LONGITUDE =	110°21'.02.79" (110.350775)
MAD 27 (SURFACE LOCATION)	
LATITUDE =	40°04'.04.05" (40.077792)
LONGITUDE =	110°21'.00.24" (110.350085)
MAD 83 (BOTTOM HOLE LOCATION)	
LATITUDE =	40°04'.57.85" (40.077180)
LONGITUDE =	110°21'.08.51" (110.352363)
MAD 27 (BOTTOM HOLE LOCATION)	
LATITUDE =	40°04'.37.99" (40.077219)
LONGITUDE =	110°21'.05.96" (110.351855)

Exhibit "B" Map

**Proposed Location
FEE TRIBAL 8-5D-54**

Legend

-  1 Mile Radius
-  Proposed Location

DNR Well Status

-  Approved Permit
-  Spudded Drilling
-  Location Abandoned
-  New Location
-  Drilling Operations Suspended
-  Plugged Abandoned
-  Producing Gas Well
-  Producing Oil Well
-  Returned APD
-  Shut-in Gas Well
-  Shut-in Water Well
-  Temporarily Abandoned
-  Water Disposal Well
-  Water Injection Well

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.



**Tri State
Land Surveying, Inc.**

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



BERRY PETROLEUM COMPANY

**FEE TRIBAL 8-5D-54
SEC. 5, T5S, R4W, U.S.B.&M.
Duchesne County, UT.**

TOPOGRAPHIC MAP

**SHEET
D**

DRAWN BY: _____ A.P.C. REVISED: 11-29-12 A.P.C.
DATE: 03-20-2012
SCALE: 1" = 2,000'

Received: January 07, 2013

Berry Petroleum Company

Duchesne County, UT

Section 5-T5S-R4W

Fee Tribal 8-5D-54

Wellbore #1

Plan: Design #1

Standard Planning Report

20 December, 2012

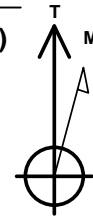
CONFIDENTIAL
Returned Unapproved

Received: January 07, 2013

Berry Petroleum Company
Fee Tribal 8-5D-54
Duchesne County, UT



Geodetic System: US State Plane 1927 (Exact solution)
Zone: Utah Central 4302
WELL @ 6491.0usft (Original Well Elev)
Ground Level: 6471.0
Latitude: 40° 4' 40.050 N
Longitude: 110° 21' 0.240 W



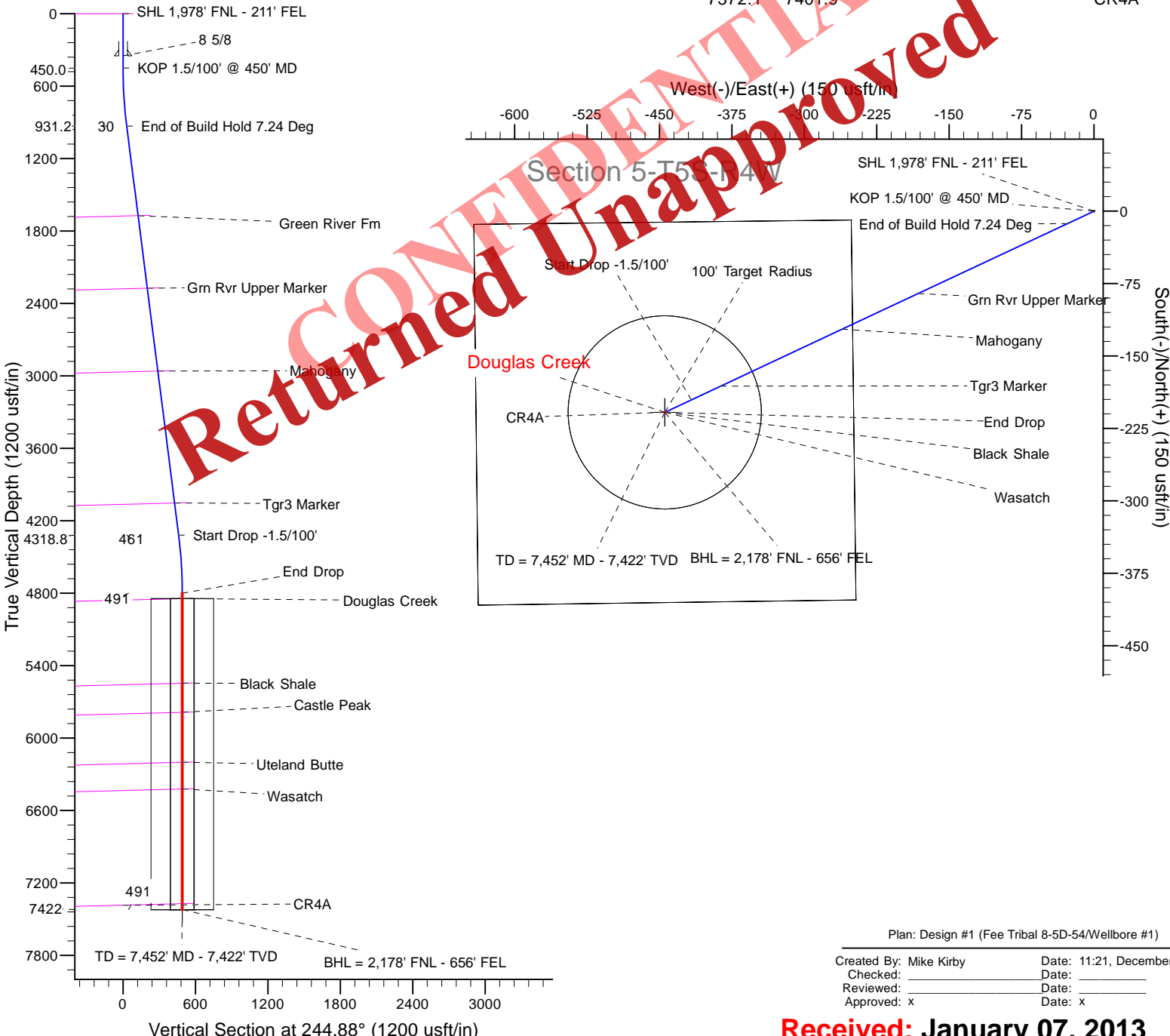
Azimuths to True North
Magnetic North: 11.24°

Magnetic Field
Strength: 52090.3snT
Dip Angle: 65.73°
Date: 12/20/2012
Model: IGRF2010

Magnetic North is 11.24° East of True North (Magnetic Declination)

FORMATION TOP DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSecl	TVDPath	MDPath	Formation
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	0.0	0.0	Uinta
450.0	0.00	0.00	450.0	0.0	0.0	0.00	0.00	0.0	1674.0	1681.2	Green River Fm
932.5	7.24	244.88	931.2	-12.9	-27.6	1.50	244.88	30.4	2275.1	2287.2	Grn Rvr Upper Marker
4347.3	7.24	244.88	4318.8	-195.5	-417.1	0.00	0.00	460.6	2961.0	2978.5	Mahogany
4829.8	0.00	0.00	4800.0	-208.4	-444.6	1.50	180.00	491.0	4054.6	4080.9	Tgr3 Marker
7451.8	0.00	0.00	7422.0	-208.4	-444.6	0.00	0.00	491.0	4846.0	4875.8	Douglas Creek
									5546.1	5575.9	Black Shale
									5787.1	5816.9	Castle Peak
									6201.1	6230.9	Uteland Butte
									6422.1	6451.9	Wasatch
									7372.1	7401.9	CR4A



Plan: Design #1 (Fee Tribal 8-5D-54/Wellbore #1)

Created By: Mike Kirby	Date: 11:21, December 20 201
Checked: _____	Date: _____
Reviewed: _____	Date: _____
Approved: x	Date: x

Received: January 07, 2013

Planning Report

Database:	Rocky Mountain R5000 Database	Local Co-ordinate Reference:	Well Fee Tribal 8-5D-54
Company:	Berry Petroleum Company	TVD Reference:	WELL @ 6491.0usft (Original Well Elev)
Project:	Duchesne County, UT	MD Reference:	WELL @ 6491.0usft (Original Well Elev)
Site:	Section 5-T5S-R4W	North Reference:	True
Well:	Fee Tribal 8-5D-54	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Project	Duchesne County, UT		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		Section 5-T5S-R4W			
Site Position:		Northing:	637,449.16 usft	Latitude:	40° 4' 40.050 N
From:	Lat/Long	Easting:	2,321,772.83 usft	Longitude:	110° 21' 0.240 W
Position Uncertainty:	0.0 usft	Slot Radius:	13-3/16 "	Grid Convergence:	0.74 °

Well	Fee Tribal 8-5D-54					
Well Position	+N/-S	0.0 usft	Northing:	637,449.15 usft	Latitude:	40° 4' 40.050 N
	+E/-W	0.0 usft	Easting:	2,321,772.83 usft	Longitude:	110° 21' 0.240 W
Position Uncertainty		0.0 usft	Wellhead Elevation:	6,491.0 usft	Ground Level:	6,471.0 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	12/20/2012	11.24	65.73	52,090

Design	Design #1			
Audit Notes:				
Version:	Phase:	PROTOTYPE	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	0.0	0.0	0.0	244.88

Plan Sections										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
450.0	0.00	0.00	450.0	0.0	0.0	0.00	0.00	0.00	0.00	
932.5	7.24	244.88	931.2	-12.9	-27.6	1.50	1.50	0.00	244.88	
4,347.3	7.24	244.88	4,318.8	-195.5	-417.1	0.00	0.00	0.00	0.00	
4,829.8	0.00	0.00	4,800.0	-208.4	-444.6	1.50	-1.50	0.00	180.00	
7,451.8	0.00	0.00	7,422.0	-208.4	-444.6	0.00	0.00	0.00	0.00	

Planning Report

Database:	Rocky Mountain R5000 Database	Local Co-ordinate Reference:	Well Fee Tribal 8-5D-54
Company:	Berry Petroleum Company	TVD Reference:	WELL @ 6491.0usft (Original Well Elev)
Project:	Duchesne County, UT	MD Reference:	WELL @ 6491.0usft (Original Well Elev)
Site:	Section 5-T5S-R4W	North Reference:	True
Well:	Fee Tribal 8-5D-54	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
Uinta									
1.0	0.00	0.00	1.0	0.0	0.0	0.0	0.00	0.00	0.00
SHL 1,978' FNL - 211' FEL									
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
350.0	0.00	0.00	350.0	0.0	0.0	0.0	0.00	0.00	0.00
8 5/8									
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
450.0	0.00	0.00	450.0	0.0	0.0	0.0	0.00	0.00	0.00
KOP 1.5/100' @ 450' MD									
500.0	0.75	244.88	500.0	-0.1	-0.3	0.3	1.50	1.50	0.00
600.0	2.25	244.88	600.0	-1.2	-2.7	2.9	1.50	1.50	0.00
700.0	3.75	244.88	699.8	-3.5	-7.4	8.2	1.50	1.50	0.00
800.0	5.25	244.88	799.5	-6.8	-13.5	16.0	1.50	1.50	0.00
900.0	6.75	244.88	899.0	-11.2	-24.0	26.5	1.50	1.50	0.00
932.5	7.24	244.88	931.2	-12.9	-27.6	30.4	1.50	1.50	0.00
End of Build Hold 7.24 Deg									
1,000.0	7.24	244.88	998.2	-16.5	-35.3	38.9	0.00	0.00	0.00
1,100.0	7.24	244.88	1,097.4	-21.9	-46.7	51.5	0.00	0.00	0.00
1,200.0	7.24	244.88	1,196.6	-27.2	-58.1	64.1	0.00	0.00	0.00
1,300.0	7.24	244.88	1,295.8	-32.6	-69.5	76.7	0.00	0.00	0.00
1,400.0	7.24	244.88	1,395.0	-37.9	-80.9	89.3	0.00	0.00	0.00
1,500.0	7.24	244.88	1,494.2	-43.3	-92.3	101.9	0.00	0.00	0.00
1,600.0	7.24	244.88	1,593.4	-48.6	-103.7	114.5	0.00	0.00	0.00
1,681.2	7.24	244.88	1,674.0	-53.0	-113.0	124.8	0.00	0.00	0.00
Green River Fm									
1,700.0	7.24	244.88	1,692.6	-54.0	-115.1	127.1	0.00	0.00	0.00
1,800.0	7.24	244.88	1,791.8	-59.3	-126.5	139.7	0.00	0.00	0.00
1,900.0	7.24	244.88	1,891.0	-64.7	-137.9	152.3	0.00	0.00	0.00
2,000.0	7.24	244.88	1,990.2	-70.0	-149.3	164.9	0.00	0.00	0.00
2,100.0	7.24	244.88	2,089.4	-75.3	-160.7	177.5	0.00	0.00	0.00
2,200.0	7.24	244.88	2,188.6	-80.7	-172.1	190.1	0.00	0.00	0.00
2,287.2	7.24	244.88	2,275.1	-85.4	-182.1	201.1	0.00	0.00	0.00
Grn Rvr Upper Marker									
2,300.0	7.24	244.88	2,287.8	-86.0	-183.5	202.7	0.00	0.00	0.00
2,400.0	7.24	244.88	2,387.0	-91.4	-194.9	215.3	0.00	0.00	0.00
2,500.0	7.24	244.88	2,486.2	-96.7	-206.4	227.9	0.00	0.00	0.00
2,600.0	7.24	244.88	2,585.4	-102.1	-217.8	240.5	0.00	0.00	0.00
2,700.0	7.24	244.88	2,684.6	-107.4	-229.2	253.1	0.00	0.00	0.00
2,800.0	7.24	244.88	2,783.8	-112.8	-240.6	265.7	0.00	0.00	0.00
2,900.0	7.24	244.88	2,883.0	-118.1	-252.0	278.3	0.00	0.00	0.00
2,978.5	7.24	244.88	2,961.0	-122.3	-260.9	288.2	0.00	0.00	0.00
Mahogany									
3,000.0	7.24	244.88	2,982.2	-123.5	-263.4	290.9	0.00	0.00	0.00
3,100.0	7.24	244.88	3,081.5	-128.8	-274.8	303.5	0.00	0.00	0.00
3,200.0	7.24	244.88	3,180.7	-134.2	-286.2	316.1	0.00	0.00	0.00
3,300.0	7.24	244.88	3,279.9	-139.5	-297.6	328.7	0.00	0.00	0.00
3,400.0	7.24	244.88	3,379.1	-144.9	-309.0	341.3	0.00	0.00	0.00
3,500.0	7.24	244.88	3,478.3	-150.2	-320.4	353.9	0.00	0.00	0.00
3,600.0	7.24	244.88	3,577.5	-155.5	-331.8	366.5	0.00	0.00	0.00
3,700.0	7.24	244.88	3,676.7	-160.9	-343.2	379.1	0.00	0.00	0.00

Planning Report

Database:	Rocky Mountain R5000 Database	Local Co-ordinate Reference:	Well Fee Tribal 8-5D-54
Company:	Berry Petroleum Company	TVD Reference:	WELL @ 6491.0usft (Original Well Elev)
Project:	Duchesne County, UT	MD Reference:	WELL @ 6491.0usft (Original Well Elev)
Site:	Section 5-T5S-R4W	North Reference:	True
Well:	Fee Tribal 8-5D-54	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
3,800.0	7.24	244.88	3,775.9	-166.2	-354.6	391.7	0.00	0.00	0.00
3,900.0	7.24	244.88	3,875.1	-171.6	-366.0	404.3	0.00	0.00	0.00
4,000.0	7.24	244.88	3,974.3	-176.9	-377.4	416.9	0.00	0.00	0.00
4,080.9	7.24	244.88	4,054.6	-181.3	-386.7	427.1	0.00	0.00	0.00
Tgr3 Marker									
4,100.0	7.24	244.88	4,073.5	-182.3	-388.9	429.5	0.00	0.00	0.00
4,200.0	7.24	244.88	4,172.7	-187.6	-400.3	442.1	0.00	0.00	0.00
4,300.0	7.24	244.88	4,271.9	-193.0	-411.7	454.7	0.00	0.00	0.00
4,347.3	7.24	244.88	4,318.8	-195.5	-417.1	460.6	0.00	0.00	0.00
Start Drop -1.5/100'									
4,400.0	6.45	244.88	4,371.1	-198.2	-422.7	466.9	1.50	-1.50	0.00
4,500.0	4.95	244.88	4,470.6	-202.4	-431.7	476.8	1.50	-1.50	0.00
4,600.0	3.45	244.88	4,570.4	-205.5	-438.4	484.1	1.50	-1.50	0.00
4,700.0	1.95	244.88	4,670.3	-207.5	-442.6	488.6	1.50	-1.50	0.00
4,800.0	0.45	244.88	4,770.2	-208.4	-444.5	490.5	1.50	-1.50	0.00
4,829.8	0.00	0.00	4,800.0	-208.4	-444.6	491.0	1.50	-1.50	0.00
End Drop									
4,875.8	0.00	0.00	4,846.0	-208.4	-444.6	491.0	0.00	0.00	0.00
Douglas Creek									
4,900.0	0.00	0.00	4,870.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,000.0	0.00	0.00	4,970.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,070.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,170.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,300.0	0.00	0.00	5,270.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,400.0	0.00	0.00	5,370.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,500.0	0.00	0.00	5,470.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,575.9	0.00	0.00	5,546.1	-208.4	-444.6	491.0	0.00	0.00	0.00
Black Shale									
5,600.0	0.00	0.00	5,570.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,700.0	0.00	0.00	5,670.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,800.0	0.00	0.00	5,770.2	-208.4	-444.6	491.0	0.00	0.00	0.00
5,816.9	0.00	0.00	5,787.1	-208.4	-444.6	491.0	0.00	0.00	0.00
Castle Peak									
5,900.0	0.00	0.00	5,870.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,000.0	0.00	0.00	5,970.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,100.0	0.00	0.00	6,070.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,200.0	0.00	0.00	6,170.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,230.9	0.00	0.00	6,201.1	-208.4	-444.6	491.0	0.00	0.00	0.00
Uteland Butte									
6,300.0	0.00	0.00	6,270.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,400.0	0.00	0.00	6,370.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,451.9	0.00	0.00	6,422.1	-208.4	-444.6	491.0	0.00	0.00	0.00
Wasatch									
6,500.0	0.00	0.00	6,470.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,600.0	0.00	0.00	6,570.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,700.0	0.00	0.00	6,670.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,800.0	0.00	0.00	6,770.2	-208.4	-444.6	491.0	0.00	0.00	0.00
6,900.0	0.00	0.00	6,870.2	-208.4	-444.6	491.0	0.00	0.00	0.00
7,000.0	0.00	0.00	6,970.2	-208.4	-444.6	491.0	0.00	0.00	0.00
7,100.0	0.00	0.00	7,070.2	-208.4	-444.6	491.0	0.00	0.00	0.00
7,200.0	0.00	0.00	7,170.2	-208.4	-444.6	491.0	0.00	0.00	0.00
7,300.0	0.00	0.00	7,270.2	-208.4	-444.6	491.0	0.00	0.00	0.00
7,400.0	0.00	0.00	7,370.2	-208.4	-444.6	491.0	0.00	0.00	0.00

Planning Report

Database:	Rocky Mountain R5000 Database	Local Co-ordinate Reference:	Well Fee Tribal 8-5D-54
Company:	Berry Petroleum Company	TVD Reference:	WELL @ 6491.0usft (Original Well Elev)
Project:	Duchesne County, UT	MD Reference:	WELL @ 6491.0usft (Original Well Elev)
Site:	Section 5-T5S-R4W	North Reference:	True
Well:	Fee Tribal 8-5D-54	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
7,401.9	0.00	0.00	7,372.1	-208.4	-444.6	491.0	0.00	0.00	0.00
CR4A									
7,451.5	0.00	0.00	7,421.7	-208.4	-444.6	491.0	0.00	0.00	0.00
TD = 7,452' MD - 7,422' TVD - BHL = 2,178' FNL - 656' FEL									
7,451.8	0.00	0.00	7,422.0	-208.4	-444.6	491.0	0.00	0.00	0.00

Design Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
Fee Tribal 8-5D-54 460	0.00	0.00	7,422.0	-208.4	-444.6	637,235.03	2,321,331.91	40° 4' 37.990 N	110° 21' 5.959 W
- hit/miss target									
- Shape									
- Polygon									
Point 1			7,422.0	194.7	-197.8	637,237.17	2,321,130.72		
Point 2			7,422.0	199.2	193.2	637,431.70	2,321,521.63		
Point 3			7,422.0	194.3	197.9	637,043.29	2,321,531.39		
Point 4			7,422.0	199.6	193.6	637,032.96	2,321,140.29		
Fee Tribal 8-5D-54	0.00	0.00	7,422.0	-208.4	-444.6	637,235.03	2,321,330.93	40° 4' 37.990 N	110° 21' 5.960 W
- plan hits target center									
- Circle (radius 100.0)									

Casing Points						
Measured Depth (usft)	Vertical Depth (usft)	Name	Casing Diameter (")	Hole Diameter (")		
350.0	350.0	8 5/8	8-5/8	11		

Formations					
Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
0.0	0.0	Uinta			
1,681.2	1,674.0	Green River Fm		-1.40	244.88
2,287.2	2,275.1	Grn Rvr Upper Marker		-1.40	244.88
2,978.5	2,961.0	Mahogany		-1.40	244.88
4,080.9	4,054.6	Tgr3 Marker		-1.40	244.88
4,875.8	4,846.0	Douglas Creek		-1.40	244.88
5,575.9	5,546.1	Black Shale		-1.50	244.88
5,816.9	5,787.1	Castle Peak		-1.50	244.88
6,230.9	6,201.1	Uteland Butte		-1.50	244.88
6,451.9	6,422.1	Wasatch		-1.50	244.88
7,401.9	7,372.1	CR4A		-1.50	244.88

Planning Report

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Company:	Berry Petroleum Company	TVD Reference:	WELL @ 6491.0usft (Original Well Elev)
Project:	Duchesne County, UT	MD Reference:	WELL @ 6491.0usft (Original Well Elev)
Site:	Section 5-T5S-R4W	North Reference:	True
Well:	Fee Tribal 8-5D-54	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Plan Annotations				
Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
1.0	1.0	0.0	0.0	SHL 1,978' FNL - 211' FEL
450.0	450.0	0.0	0.0	KOP 1.5/100' @ 450' MD
932.5	931.2	-12.9	-27.6	End of Build Hold 7.24 Deg
4,347.3	4,318.8	-195.5	-417.1	Start Drop -1.5/100'
4,829.8	4,800.0	-208.4	-444.6	End Drop
7,451.5	7,421.7	-208.4	-444.6	TD = 7,452' MD - 7,422' TVD
7,451.5	7,421.7	-208.4	-444.6	BHL = 2,178' FNL - 656' FEL

CONFIDENTIAL
Returned Unapproved



Berry Petroleum Company

Rt 2 Box 7735
4000 S. 4028 W
Roosevelt, Utah 84066
Phone (435) 722-1325
Fax (435) 722-1321

AFFIDAVIT OF FACTS

STATE OF UTAH

COUNTY OF DUCHENSE

RE: Surface Damage and Right of Way Settlement Agreement
Wellsite, Road and Pipeline
Berry Petroleum Company, Operator
Fee Tribal 8-5D-54 well site
T5S-R4W, USM
Section 8: SE/NE ¼

Whereas, the undersigned, Jeff Crozier (affiant), with a mailing address of 4000 South 4028 West, Roosevelt, Utah 84066 being first duly sworn on oath depose and say:

1. I am over the age of 21 and am a Contract Field Landman for Berry Petroleum Company (Berry) in their Roosevelt, Utah office.
2. Berry is the operator and the owner of the mineral estate under oil and gas leases of the proposed Fee Tribal 8-5D-54 well, (the "Well").
3. The surface estate is owned by Saber M. Kirollos, 22927 Rachels Manor Dr., Katy, TX. 77494. Mr. Kirollos phone numbers is _281-392-2665_ (Cell).
4. I have spoken to Mr. Kirollos on numerous occasions. On April 20, 2012, May 2, 2012 and July 5, 2012 successive offers were made to Mr. Kirollos for a Surface Damage and Right of Way Settlement Agreement. While the offers improved each time, they were rejected by Mr. Kirollos.
5. As of this date, January 3, 2013 Berry has not been able to acquire a signed Surface Damage and Right of Way Settlement Agreement for the proposed wells located in the section 5 of the SE/NE ¼.

NOW THEREFORE, the undersigned affiant, Jeff Crozier, of lawful age, being first duly sworn, depose and say, that the above facts are true and correct to the best of his knowledge, further Affiant saith not. Signed this _3rd_ day of January, 2013.


By: Jeff Crozier

STATE OF UTAH

COUNTY OF DUCHESNE

Received: January 07, 2013

On the 3rd day of January, 2013, personally appeared before me Jeff Crozier, Affiant signer of the above instrument, who duly acknowledged to me that he executed the same. WITNESS my hand and official seal,



Krista M. Meham
Notary Public

CONFIDENTIAL
Returned Unapproved

Received: January 07, 2013

BERRY PETROLEUM COMPANY
FEE TRIBAL 8-5D-54
SE ¼, NE ¼, 1978' FNL 211' FEL, Sec. 5, T5S, R4W, U.S.B. & M.
BHL: SE ¼, NE ¼, 2178' FNL, 656' FEL
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

A Existing Roads

To reach the Berry Petroleum Company well, Fee Tribal 8-5D-54, in Section 5-T5S-R4W:

Start in Duchesne, Utah, go southwest out of Duchesne on US Highway 191 (Indian Canyon) for approximately 2.3 miles, turn east at the Coyote Canyon road and follow the existing road for approx. 10.0 miles. Then follow the proposed access road for approx. 185' to the 8-5D-54 location.

Berry Petroleum Company will improve or maintain existing roads in a condition the same or better than before operations began. Best Management Practices will be considered when improving or maintaining existing roads. In general this would involve the need for some surface material or fill to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operations. If repairs are made the operator will secure the appropriate material from private sources.

B New or Reconstructed Access Roads

See Topographic Map "A & B" for the location of the proposed access road. The proposed access road will be built across 185' of fee surface.

C Location of Existing Wells

See Topographic Map "D" for the location of existing wells within a 1 mile radius.

D Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

A containment dike will be constructed completely around those production facilities which contain fluids (i.e. production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

The proposed pipeline will tie in at an existing pipeline. Map "C" illustrating the proposed route is attached, the pipeline will run in the same corridor for 3013' as the above mentioned access road.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

E Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from one of the following Berry source wells:

- Water Permit # 43-12400, Sec. 23, T5S, R5W
- Water Permit # 43-12400, Sec. 24, T5S, R5W
- Water Permit # 43-1628, Sec. 12, T5S, R6W (Douglas E. & Yordis Nielsen)
- Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W
- East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W
- Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W.

F Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform to 43 CFR 3610.2-3.

G Methods of Handling Waste Materials

Drill fluids will be contained in a closed loop system. Cuttings will be contained on site and buried in a pit or used on location or access roads whichever is deemed appropriate by the authorized agency.

After first production, produced wastewater from Berry Petroleum wells will be used for injection in our enhanced oil recovery project(s) in the Brundage Canyon field or they will be trucked to one of the following approved wastewater disposal sites:

- R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell
- MC & MC Disposal Sec. 12, T6S, R19E, Vernal
- LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint
- Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt
- ITL 4461 W 3000 S Roosevelt Location Pleasant Valley
- IWM P O Box 470 Almont or 20250 W 2000 S Duchesne Location-Blue Bench
- Pro Water 12225 Highland Ave Ste B503 Rancho Cucamonga CA 91739 Location-Blue Bench

Should operations of the field be prohibited by the Authorized Officer, the wastewater shall be confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig (weather permitting).

Any open pits will be fenced during the operations. The fencing will be maintained with best efforts until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

H Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

I Well site Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

J Plans for Restoration of the Surface

Interim

The dirt contractor will be provided with approved copies of the Surface Use Plan prior to construction activities.

Upon well completion, within a reasonable time, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Final

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil is noted on the location plat attached. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

The Authorized Agency Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

K Well Surface & Access Ownership:

Saber M. Kirolos
22927 Rachels Manor Drive
Katy, TX 77494
281-392-2665

L Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

Berry will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted to approved routes only.

A class III archaeological survey was conducted on all lands, Utah Project # U-11-BS-0945p October 31, 2011. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, Berry Petroleum Company is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Berry Petroleum Company
FEE TRIBAL 8-5D-54

Multi Point Surface Use & Operations Plan
Duchesne County, UT

Within five working days, the Authorized Agency Officer will inform the operator as to:

- Whether the materials appear eligible for the National Historic Register of Historic Places;
- The mitigation measures Berry will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and a time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If Berry wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Agency Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Agency Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Agency Officer that required mitigation has been completed, Berry will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (footages or the quarter/quarter section, the section, township, and range).

CONFIDENTIAL
Returned Unapproved

Received: January 07, 2013

AFFIDAVIT OF NOTICE

I, **Kathy Fieldsted**, the affiant herein, being of lawful age and duly sworn upon his oath deposes and states as follows:

Kathy Fieldsted is a Sr. Regulatory & Permitting Tech. for **Berry Petroleum Company**; a Delaware Corporation, with headquarters located at 1999 Broadway, Suite 3700, Denver, Colorado 80202, and is duly authorized to make this affidavit on behalf of said corporation.

Berry Petroleum Company has submitted notices to commingle production from the Wasatch and Green River formations in the following wells lying within the boundaries of the Ute Tribal Exploration and Development Agreement – BIA Lease # 14-20-H62-4778:

Fee Tribal 8-5D-54


This Affidavit is made in accordance with Utah's Oil, Gas and Mining regulation R649-3-22. As operator, Berry Petroleum Company has provided notices to the owner(s) of all contiguous oil and gas leases or drilling units overlying the pool for the aforementioned wells to the parties listed below:

Appaloosa Energy LLC
1776 Woodstead Ct., Suite 121
The Woodlands, Texas 77380
Attn: Brad Posey

Newfield Production Company
1001 17th Street, Suite 2000
Denver, Colorado 80202
Attn: Laura Smith

This instrument is executed this 7th day of January, 2013.

Berry Petroleum Company

By: 

Received: January 07, 2013

5

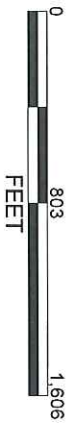


CONFIDENTIAL
Returned Unapproved

Berry Petroleum Company

Statewide Utah

Commingle Map



January 3, 2013

Received: January 07, 2013



Berry Petroleum Company

Rt 2 Box 7735
4000 S. 4028 W
Roosevelt, Utah 84066
Phone (435) 722-1325
Fax (435) 722-1321

January 3, 2013

State of Utah
Division of Oil, Gas and Mining
P.O. Box 145801
Salt Lake City, UT 84115-5801

RE: Directional Drilling R649-3-11
Fee Tribal 8-5D-54

1978' FNL 211' FEL (SENE – surface)
2178' FNL 656' FEL (SENE – bottomhole)

Section 5, T5S-R4W
Duchesne County, Utah

Pursuant to the filing of Berry Petroleum's Application for Permit to Drill regarding the above referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-11 pertaining to the Exception to Location and Siting of Wells.

- The Fee Tribal 8-5D-54 well is to be located within the Brunlage Canyon Field Area.
- Berry is locating the well at the surface location and directionally drilling from this location to minimize surface disturbance and Berry will be able to utilize the existing road and pipelines in the area.
- Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

Therefore, based on the above stated information Berry Petroleum Company requests the permit be granted pursuant to R649-3-11.

Respectfully Submitted,

Kathy K. Fieldsted
Sr. Regulatory & Permitting Technician

Received: January 07, 2013

SELF-CERTIFICATION STATEMENT

The following self -certification statement is provided per federal requirements dated May 7, 2007.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

FEE TRIBAL 8-5D-54

SE ¼, NE ¼, 1978' FNL 211' FEL, Sec. 5, T5S, R4W, U.S.B. & M.

BHL: SE ¼, NE ¼, 2178' FNL, 656' FEL

Lease: 14-20-H62-5516

Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.

Operator's Representative and Certification

A) Representative
NAME: Kathy K. Fieldsted
ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. Berry Petroleum Company is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The drilling permit will be valid for a period of two years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

1/4/2013
DATE

Kathy K. Fieldsted
Kathy K. Fieldsted
Sr. Regulatory & Permitting Tech
Berry Petroleum Company

Received: January 07, 2013

BERRY PETROLEUM COMPANY

WELL PAD INTERFERENCE PLAT
FEE TRIBAL 8-5D-54 (Proposed Well)

Pad Location: SENE Section 5, T5S, R4W, U.S.B.&M.

TOP HOLE FOOTAGES

8-5D-54 (PROPOSED)
1985' FNL & 211' FEL

BOTTOM HOLE FOOTAGES

8-5D-54 (PROPOSED)
2120' FNL & 655' FEL

Note:
Bearings are based
on GPS Observations.

S71°21'29"W - 467.46'
(To Bottom Hole)

RELATIVE COORDINATES

WELL	NORTH	EAST
8-5D-54	-149'	-443'

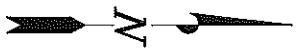
8-5D-54 (PROPOSED)

N82°49'32"E

Edge of
Proposed Pad

Proposed
Access

Section Line



LATITUDE & LONGITUDE Surface position of Wells (NAD 27)

WELL	LATITUDE	LONGITUDE
8-5D-54	40.077792°	110.350065°

Existing
Road

SURVEYED BY: K.G.S. DATE SURVEYED: 03-05-12
DRAWN BY: L.C.S. DATE DRAWN: 03-08-12
SCALE: 1" = 50' REVISED: 11-28-12 D.COX

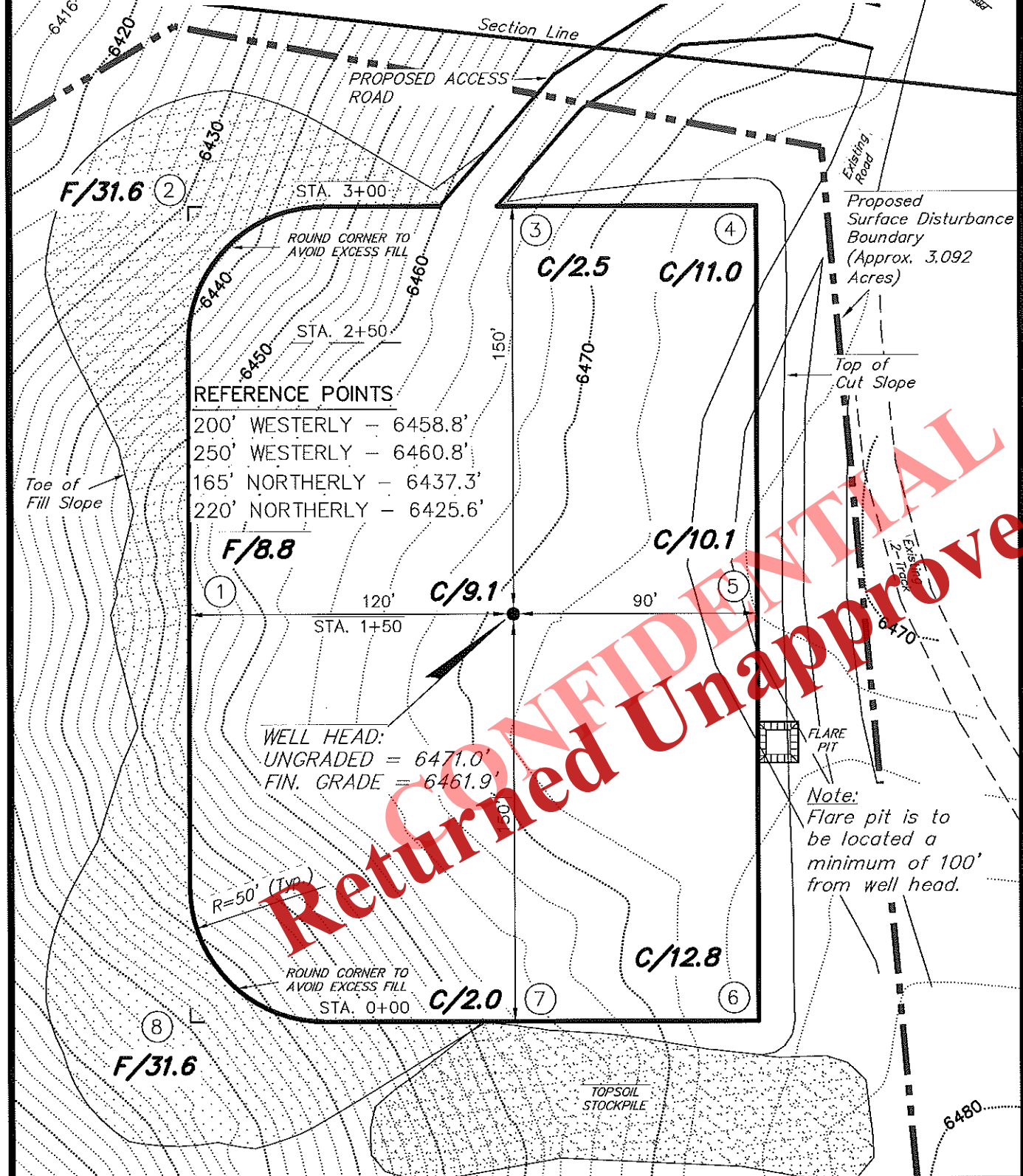
Tri State
Land Surveying, Inc. (435) 781-2501
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

BERRY PETROLEUM COMPANY

LOCATION LAYOUT

FEE TRIBAL 8-5D-54 (Proposed Well)

Pad Location: SENE Section 5, T5S, R4W, U.S.B.&M.



SURVEYED BY: K.G.S.

DATE SURVEYED: 03-05-12

DRAWN BY: L.C.S.

DATE DRAWN: 03-08-12

SCALE: 1" = 50'

REVISED:

11-28-12 D.COX

Tri State
 Land Surveying, Inc.

(435) 781-2501

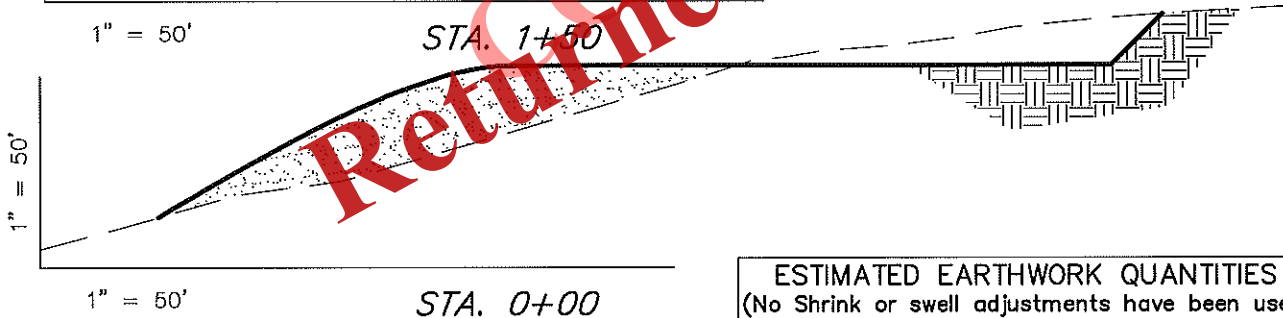
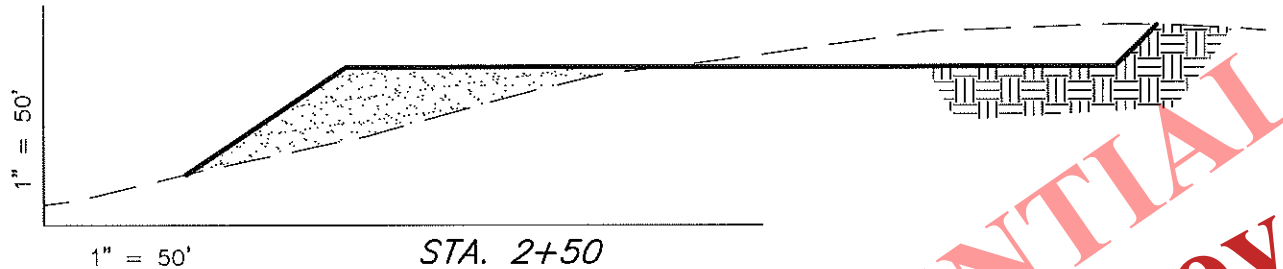
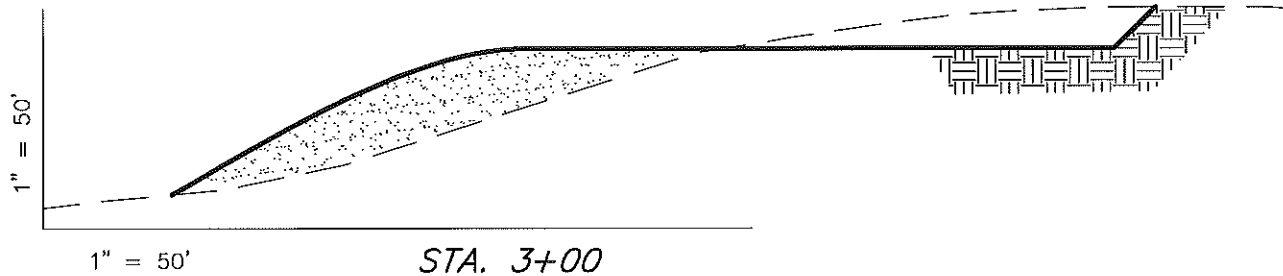
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

BERRY PETROLEUM COMPANY

CROSS SECTIONS

FEE TRIBAL 8-5D-54 (Proposed Well)

Pad Location: SENE Section 5, T5S, R4W, U.S.B.&M.



NOTE:
UNLESS OTHERWISE NOTED
CUT SLOPES ARE AT 1:1
FILL SLOPES ARE AT 1.5:1

ESTIMATED EARTHWORK QUANTITIES (No Shrink or swell adjustments have been used) (Expressed in Cubic Yards)

ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PAD	12,150	12,150	Topsoil is not included in Pad Cut	0
PIT	0	0		0
TOTALS	12,150	12,150	1,620	0

SURVEYED BY: K.G.S.

DATE SURVEYED: 03-05-12

DRAWN BY: L.C.S.

DATE DRAWN: 03-08-12

SCALE: 1" = 50'

REVISED: 11-28-12 D.COX

Tri State
Land Surveying, Inc.

(435) 781-2501

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

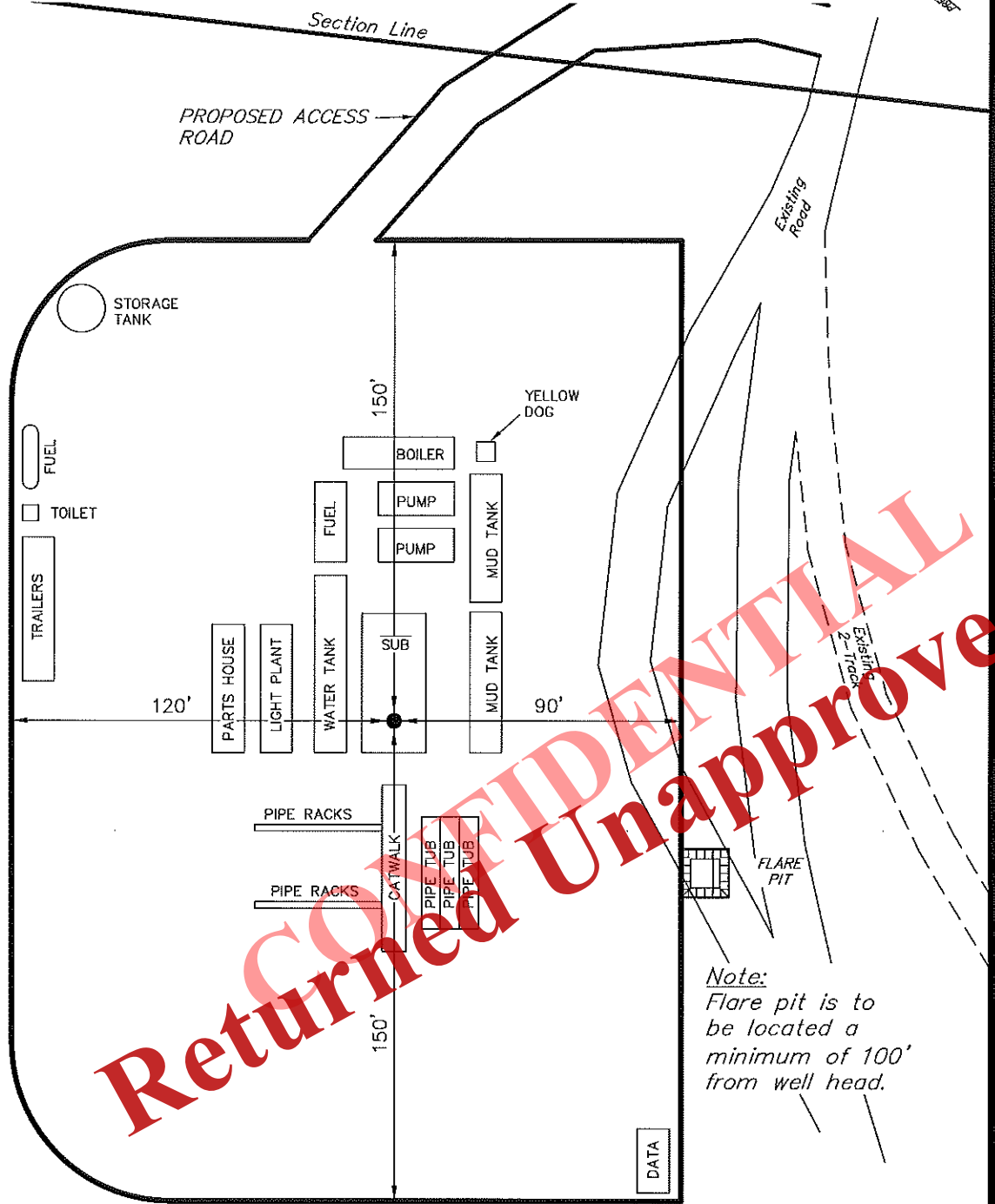
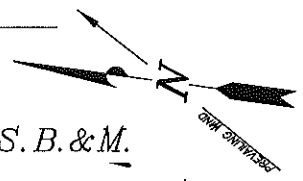
Received: January 07, 2013

BERRY PETROLEUM COMPANY

TYPICAL RIG LAYOUT

FEE TRIBAL 8-5D-54 (Proposed Well)

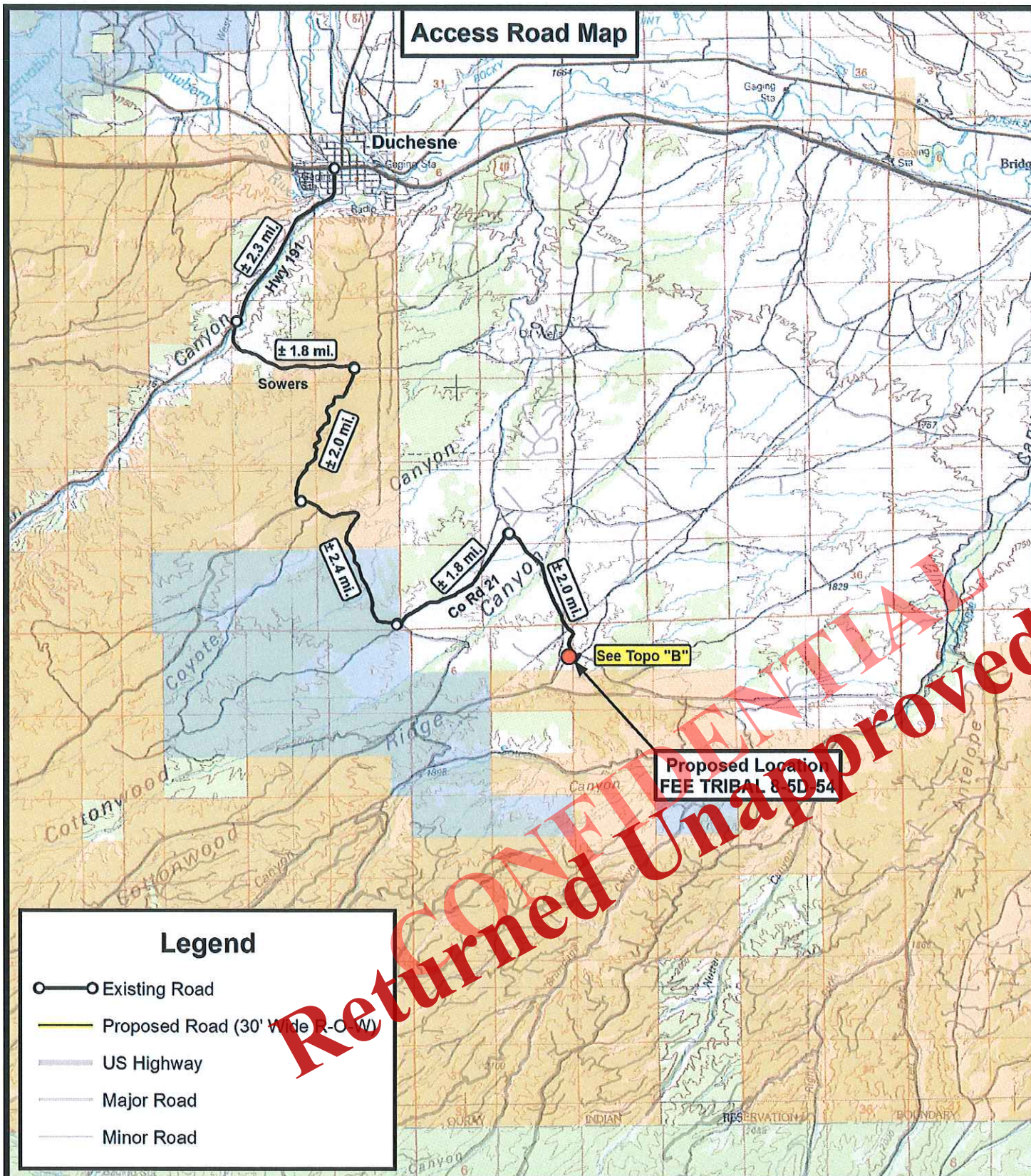
Pad Location: SENE Section 5, T5S, R4W, U.S.B.&M.



Note:
Flare pit is to
be located a
minimum of 100'
from well head.

SURVEYED BY: K.G.S.	DATE SURVEYED: 03-05-12
DRAWN BY: L.C.S.	DATE DRAWN: 03-08-12
SCALE: 1" = 50'	REVISED: 11-28-12 D.C.C

Tri State
Land Surveying, Inc.
(435) 781-2501
180 NORTH VERNAL AVE. VERNAL, UTAH 84078



**Tri State
Land Surveying, Inc.**

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



BERRY PETROLEUM COMPANY

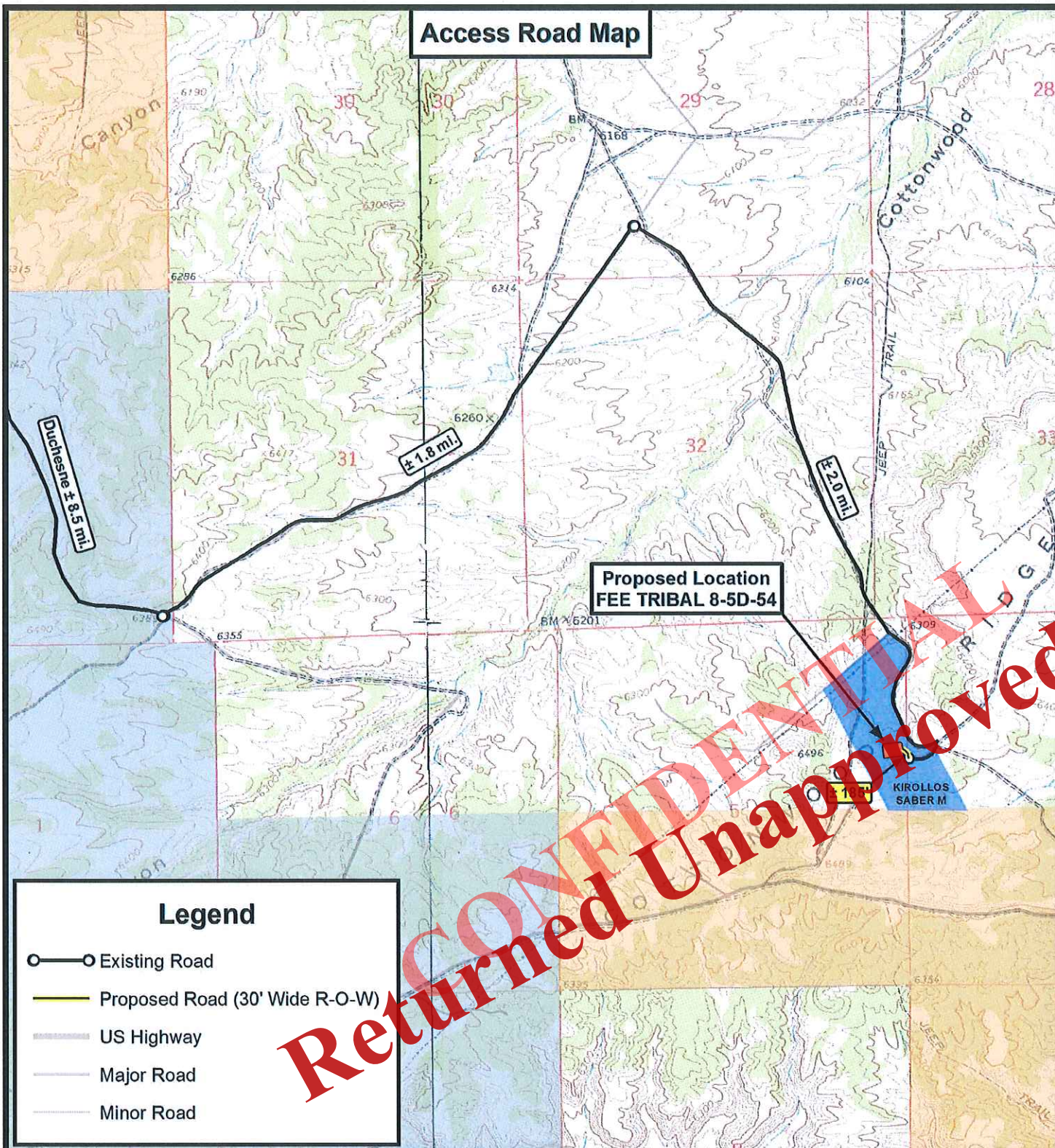
FEE TRIBAL 8-5D-54
SEC. 5, T5S, R4W, U.S.B.&M.
Duchesne County, UT.

DRAWN BY:	A.P.C.	REVISED:	11-29-12 A.P.C.
DATE:	03-20-2012		
SCALE:	1:100,000		

TOPOGRAPHIC MAP

SHEET
A

Received: January 07, 2013



THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.



Tri State
Land Surveying, Inc.

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



BERRY PETROLEUM COMPANY

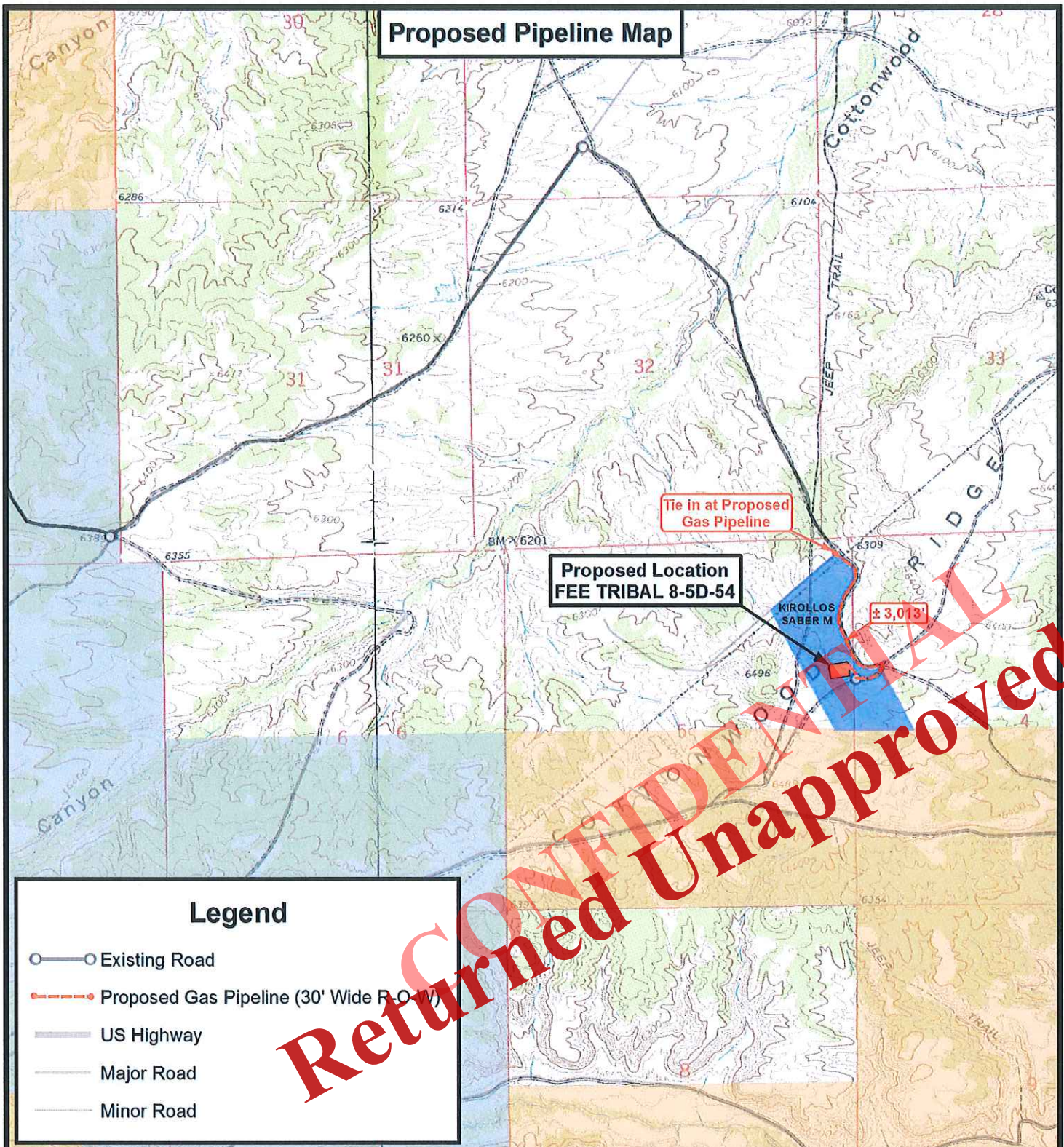
FEE TRIBAL 8-5D-54
SEC. 5, T5S, R4W, U.S.B.&M.
Duchesne County, UT.

DRAWN BY:	A.P.C.	REVISED:	11-29-12 A.P.C.
DATE:	03-20-2012		
SCALE:	1" = 2,000'		

TOPOGRAPHIC MAP

SHEET
B

Received: January 07, 2013



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**Tri State
Land Surveying, Inc.**

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



BERRY PETROLEUM COMPANY

**FEE TRIBAL 8-5D-54
SEC. 5, T5S, R4W, U.S.B.&M.
Duchesne County, UT.**

DRAWN BY:	A.P.C.	REVISED:	11-29-12 A.P.C.
DATE:	03-20-2012		
SCALE:	1" = 2,000'		

TOPOGRAPHIC MAP

SHEET

C

Received: January 07, 2013

**Location
Photos**

**Center Stake
Looking Northerly**

Date Photographed:	03-05-2012
Photographed By :	K. Stewart



**Access
Looking Northwesterly**

Date Photographed:	03-05-2012
Photographed By :	K. Stewart



Tri State
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518

BERRY PETROLEUM COMPANY

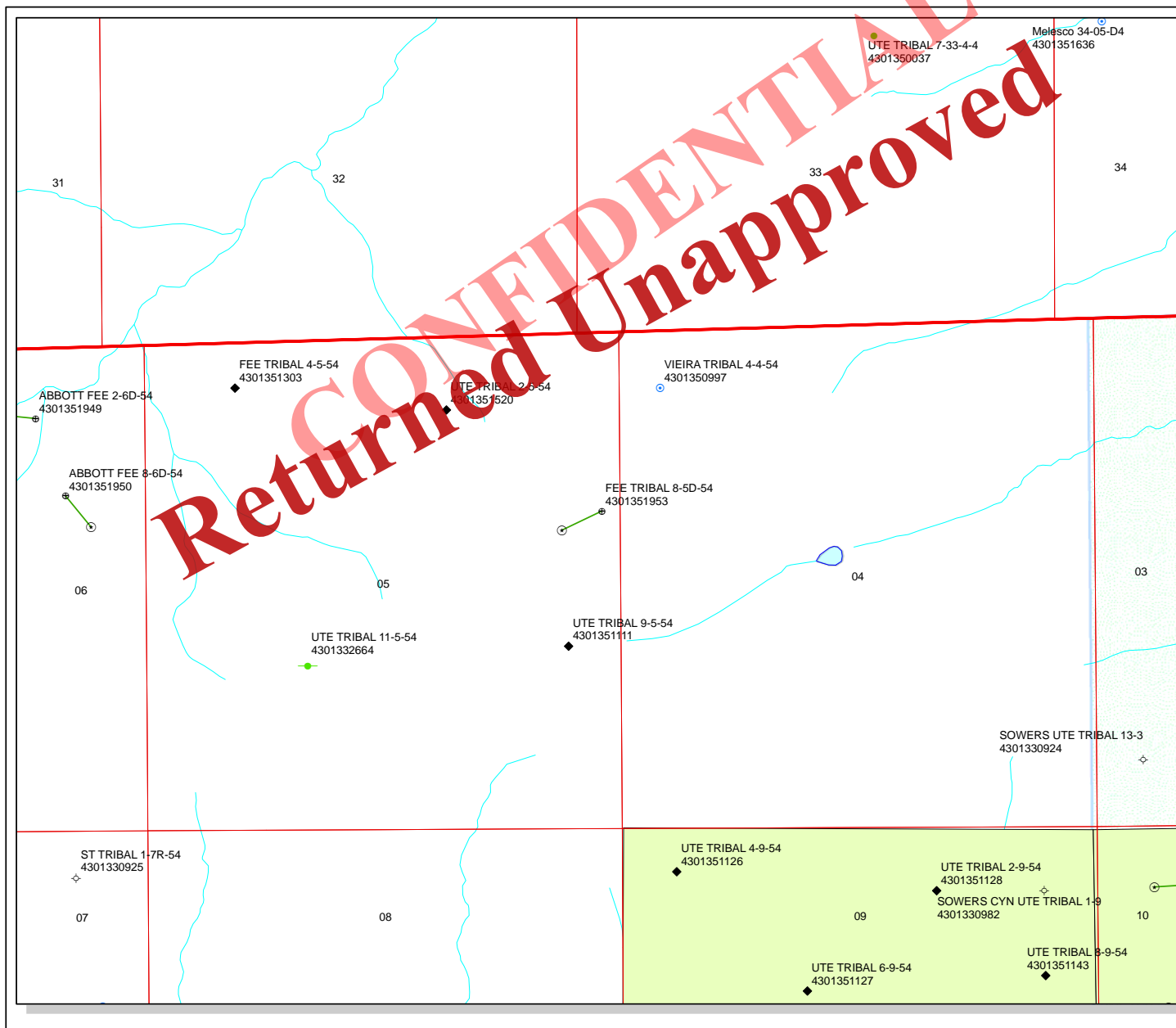
FEE TRIBAL 8-5D-54
SEC. 5, T5S, R4W, U.S.B.&M.
Duchesne County, UT.

DRAWN BY:	A.P.C.	REVISED:	11-29-12 A.P.C.
DATE:	03-20-2012		

COLOR PHOTOGRAPHS

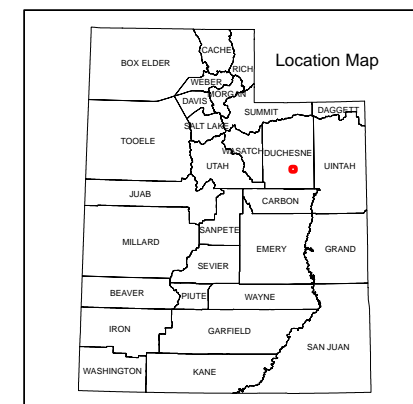
SHEET
P

Received: January 07, 2013



API Number: 4301351953
Well Name: FEE TRIBAL 8-5D-54
Township T05.0S Range R04.0W Section 05
Meridian: UBM
Operator: BERRY PETROLEUM COMPANY
 Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
STATUS	Status
ACTIVE	APD - Aproved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERM	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
	TA - Temp. Abandoned
	TW - Test Well
	WDW - Water Disposal
	WW - Water Injection Well
	WSW - Water Supply Well
	Bottom Hole Location - Oil/Gas/Dib
Fields	
Unknown	
ABANDONED	
ACTIVE	
COMBINED	
INACTIVE	
STORAGE	
TERMINATED	





GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

September 24, 2013

BERRY PETROLEUM COMPANY
4000 South 4028 West Rt 2 Box
7735
Roosevelt, UT 84066

Re: Application for Permit to Drill - DUCHESNE County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the FEE TRIBAL 8-5D-54 well, API 43013519530000 that was submitted January 07, 2013 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure

cc: Bureau of Land Management, Vernal, Utah

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

JAN 18 2013

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 1420H625516
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BERRY PETROLEUM COMPANY Contact: KATHY K FIELDSTED E-Mail: kkf@bry.com		7. If Unit or CA Agreement, Name and No.
3a. Address 4000 SOUTH 4028 WEST ROUTE 2 BOX 7735 ROOSEVELT, UT 84066	3b. Phone No. (include area code) Ph: 435-722-0065 Fx: 435-722-1321	8. Lease Name and Well No. FEE TRIBAL 8-5D-54
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SENE 1978FNL 211FEL At proposed prod. zone SENE 2178FNL 656FEL		9. API Well No. 43.013.51953
14. Distance in miles and direction from nearest town or post office* 12		10. Field and Pool, or Exploratory BRUNDAGE CANYON
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 211	16. No. of Acres in Lease 640.00	11. Sec., T., R., M., or Blk. and Survey or Area Sec 5 T5S R4W Mer UBM
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 1400	19. Proposed Depth 7451 MD 7422 TVD	12. County or Parish DUCHESNE
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6471 GL	22. Approximate date work will start	13. State UT
23. Estimated duration		17. Spacing Unit dedicated to this well 40.00
20. BLM/BIA Bond No. on file RLB0005647		

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature (Electronic Submission)	Name (Printed/Typed) KATHY K FIELDSTED Ph: 435-722-0065	Date 01/07/2013
Title SR. REG & PERMITTING TECH		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date JUL 31 2013
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Electronic Submission #178458 verified by the BLM Well Information System
For BERRY PETROLEUM COMPANY, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 01/24/2013 ()

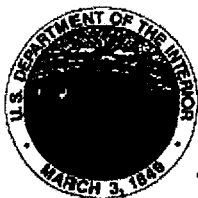
RECEIVED

AUG 05 2013

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	BERRY PETROLEUM COMPANY	Location:	SENE SEC 5 T5S R4W
Well No:	FEE TRIBAL 8-5D-54	Lease No:	1420H625516
API No:	43-013-51953	Agreement:	N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

- Paint all production facilities and equipment, not otherwise regulated (OSHA, etc.), Beetle.
- All areas of disturbance (including surface pipelines) must have appropriate surface use agreements or approvals in place with the proper owner and/or agency before such action is started.
- The conditions of approval, as set forth by those owners and/or agencies, shall be adhered to.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

1. Surface casing setting depth shall be 500 ft.
2. Surface casing cement shall be brought to surface.
3. Production casing cement shall be brought up and into the surface

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- Cement baskets shall not be run on surface casing.

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).

- Date well was placed in a producing status (date of first production for which royalty will be paid).
- The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
- The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
- Unit agreement and/or participating area name and number, if applicable.
- Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.
- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.